

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:	:	
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THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	X	
	:	
In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-4780 (LTS)
	:	
PUERTO RICO ELECTRIC POWER AUTHORITY	:	This filing relates only to
	:	Case No. 17-BK-4780 (LTS)
	:	
Debtor.	:	
	X	

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS' POSITION REGARDING
SEALING OF EXPERT REPORT SUBMITTED IN CONNECTION WITH
OPPOSITION TO PREPA BONDS RULE 9019 MOTION**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Judge Judith Gail Dein:

The Official Committee of Unsecured Creditors (the “Committee”)² hereby submits this statement in accordance with the Court’s (i) *Order Granting Motion to Seal for Limited Duration and for Supplemental Briefing* [Docket No. 1738] (the “First Sealing Order”), which authorized the Government Parties³ to file under seal the Committee’s expert report (the “LEI Report”) and a redacted version of the Government Parties’ urgent motion seeking exclusion of the LEI Report [Docket No. 1725] (the “Motion to Exclude”); and (ii) *Order Granting Motion to Seal for Limited Duration and for Supplemental Briefing* [Docket No. 1748] (the “Second Sealing Order” and, together with the First Sealing Order, the “Sealing Orders”), which authorized the Government Parties to file under seal a redacted version of their reply brief in support of the Motion to Exclude. The Committee respectfully states as follows:

COMMITTEE’S POSITION

1. The Committee initially designated the LEI Report “Professional Eyes Only” when serving it on the other parties to the 9019 Motion litigation because it references certain documents marked either Confidential or Professional Eyes’ Only by producing parties (the “Designated Information”) under the Stipulation and Protective Order [Docket No. 1322] governing discovery in this matter.⁴ Specifically, the LEI Report cites to (i) the current draft of

² The Committee is the official committee of unsecured creditors for all title III Debtors, other than PBA and COFINA.

³ Capitalized terms used but not defined herein shall have the meanings given to them in the Sealing Order.

⁴ In addition, the Committee originally designated as Confidential the entirety of the rate model attached to the LEI Report (the “LEI Model”), which contains rate projections that London Economics International (“LEI”) used in preparing the LEI Report. The version of the LEI Model filed with the Court with the Motion to Exclude is in PDF format, and the Committee has determined that it has no issue with this PDF being filed on the public docket (subject to redactions for the Designated Information). The Committee would like to point out, however, that the native Excel file on which the PDF is based contains underlying proprietary modeling logic and associated algorithms and formulae that would be harmful to LEI’s interests if disclosed publicly. Accordingly, to the extent that any party in interest would ever request disclosure of the native Excel version of the LEI Model, the Committee

the operation and maintenance agreement to be entered into between PREPA and an operator of its transmission and distribution system (*see* PRP3_OCUC_00013514), which has been marked Professionals Eyes' Only by the P3 Authority; (ii) long term rate projections produced by PREPA (*see* PREPA_RSA0024465), which has been marked Confidential by PREPA; and (iii) PREPA fiscal plan load forecast scenarios (*see* ASSURED-PREPA-9019 MOTION_00018824), which have been marked Confidential by Assured.

2. Other than the Designated Information, the Committee believes that nothing would prevent the LEI Report from being disclosed publicly. The Committee has filed herewith (under seal for the time being) a redacted version of the LEI Report ("Exhibit A") that redacts only the Designated Information. The Committee proposes that this redacted version of the report be filed on the public docket.

3. To be clear, the Committee does not take a position on whether the Designated Information warrants filing under seal but understands that such information needs to be filed under seal in accordance with the Protective Order because the producing parties designated it either Confidential or Professional Eyes' Only in discovery. To the extent the producing parties or the Court decide that the Designated Information need not be filed under seal, the Committee has no issue with it becoming public, which could be accomplished by removing the redactions contained on Exhibit A.

4. Based on the foregoing, subject to the views of other parties who may have an interest in the confidentiality and continued sealing of the LEI Report, the Committee believes that the redacted version of the LEI Report in Exhibit A can be filed on the public docket. In

believes that such version is Confidential and should only be filed under seal, and the Committee reserves all rights in this regard

addition, because neither the Motion to Exclude nor the Government Parties' reply in support of the Motion to Exclude [Docket No. 1744] references the portions of the LEI Report that contain the Designated Information, the Committee believes (again, subject to the views of others) that the entirety of both briefs can be filed publicly in unredacted form.

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CONCLUSION

5. For all of the foregoing reasons, the Committee respectfully requests that the Court authorize the continued filing under seal of the Designated Information.

Dated: November 19, 2019

/s/ Luc A. Despins.
PAUL HASTINGS LLP
Luc A. Despins, Esq. (*Pro Hac Vice*)
200 Park Avenue
New York, New York 10166
Tel: (212) 318-6000
lucdespins@paulhastings.com

Nicholas A. Bassett, Esq. (*Pro Hac Vice*)
875 15th Street, N.W.
Washington, D.C. 20005
Tel: (202) 551-1700
nicholasbassett@paulhastings.com

Counsel to the Official Committee of Unsecured Creditors

- and -

/s/ Juan J. Casillas Ayala
CASILLAS, SANTIAGO & TORRES LLC
Juan J. Casillas Ayala, Esq. (USDC - PR 218312)
Israel Fernández Rodríguez, Esq. (USDC - PR 225004)
Juan C. Nieves González, Esq. (USDC - PR 231707)
Cristina B. Fernández Niggemann, Esq. (USDC -
PR 306008)
PO Box 195075
San Juan, PR 00919-5075
Tel.: (787) 523-3434 Fax: (787) 523-3433
jcasillas@cstlawpr.com
ifernandez@cstlawpr.com
jnieves@cstlawpr.com
cfernandez@cstlawpr.com

Local Counsel to the Official Committee of Unsecured Creditors